

MANWELL & WES

ATTORNEYS AT LAW

CITICORP CENTER

ONE SANSOME STREET

14TH FLOOR

SAN FRANCISCO, CALIFORNIA 94104

TELEPHONE
(415) 362-2375

TELECOPY
(415) 362-1010

May 10, 1989

9-131A021

VIA FEDERAL EXPRESS

Honorable Noreta R. McGee
Secretary
Interstate Commerce Division
Washington, D.C. 20423

RECORDATION NO. 16279-B FILED 1423

MAY 11 1989 - 11 40 AM

INTERSTATE COMMERCE COMMISSION

Dear Ms. McGee:

Enclosed please find, for filing and recordation pursuant to Section 11303 of Title 49 of the United States Code and the regulations promulgated thereunder, five fully executed copies of a Second Addendum to Memorandum of Lease of Railroad Equipment relating to certain railroad rolling stock as described herein which should be included as part of the filing recorded on April 10, 1989 at 11:05 a.m. Recordation Number 16279 as the next available recordation number being 16279-B.

- I. Document: Second Addendum to Memorandum of Lease of Railroad Equipment dated as of January 31, 1989.
- A. Parties: Lessor: IBJ Schroder Leasing Corporation
Lessee: Rinker Materials Corporation
- B. Addresses: Lessor: One State Street
New York, New York 10004
Attn: Gerard D. Cannie
Vice President - Operations
- Lessee: 1501 Belvedere Road
West Palm Beach, Florida 33406
Attn: Laurence C. Freedman
President - South Region
- C. Equipment: Twenty-five (25) 2300 cubic foot capacity 100-ton open top hopper cars bearing road numbers KAIX 2030-2054.

MAY 11 11 37 AM '89
NOTOR OPERATING UNIT

Please cross-index the Second Addendum to Memorandum of Lease with the following documents:

Recordation No. 16213-C, Bill of Sale dated April 10, 1989 by The CIT Group/Equipment Financing, Inc. in favor of Lessor.

MANWELL & WES

Honorable Noreta R. McGee
May 10, 1989
Page Two

Enclosed is a check of this firm in the amount of \$26.00 to cover the filing fee for the primary document (\$13.00) and the cross-indexing (\$13.00).

A short summary of the document to appear in the Index is as follows:

Second Addendum Memorandum of Lease of Railroad Equipment covering among other things Twenty-five (25) 2300 cubic foot capacity 100-ton open top hopper cars, Road Numbers KAIX 2030-2054.

Once the filing has been made, please return the stamped copies of the documents not required for filing purposes, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this letter of this letter of transmittal.

The undersigned certifies that she is acting as special counsel to IBJ Schroder Leasing Corporation for purposes of this filing and that she has knowledge of the matters set forth in the above described documents.

Sincerely,


L. Celeste H. Blumer

Enclosures
LCHB:its

Interstate Commerce Commission
Washington, D.C. 20423

5.11.89

OFFICE OF THE SECRETARY

L.Celeste H. Blumer
Manwell & Wes
Citicorp Center
One Sansome Street 14th Fl.
San Francisco, Calif. 94104

Dear: **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **5.11.89**, at **11:40am**, and assigned recordation number(s). **16279-B**

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

MAY 11 1989 - 11 40 AM

SECOND ADDENDUM TO MEMORANDUM OF LEASE
OF RAILROAD EQUIPMENT

INTERSTATE COMMERCE COMMISSION

THIS SECOND ADDENDUM TO MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT is intended to evidence the Lease of Railroad Equipment, dated as of January 31, 1989 (the "Lease") between IBJ Schroder Leasing Corporation, a New York corporation (the "Lessor") and Rinker Materials Corporation, a Florida corporation (the "Lessee"), for the purposes of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 U.S.C. 11303. The Lessor is the owner of twenty-five (25) 2301 cubic foot capacity 100-ton open top hopper cars more fully described in Annex A hereto (the "Cars"). The Lessee leased from the Lessor all the Cars at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee, each pursuant to due authority, have executed this Memorandum of Lease as of this 31st day of January, 1989.

"Lessor"

IBJ SCHRODER LEASING CORPORATION



GERARD D. CANNIE

Vice President - Operations

"Lessee"

RINKER MATERIALS CORPORATION



LAURENCE C. FREEDMAN

President, South Region

Accepted:

RMC HOLDINGS (USA) LTD.
(Guarantor)



LAURENCE C. FREEDMAN

Vice President

ANNEX A
TO
ADDENDUM TO MEMORANDUM OF LEASE
OF RAILROAD EQUIPMENT
DATED AS OF JANUARY 31, 1989

Equipment Description

Road Numbers

Twenty-five (25)
2301 cubic foot capacity
100-ton open top hopper cars.

KAIX 2030-2054

Old Car Number

New Car Number

SP 464391
 464701
 464605
 464346
 464408
 464100
 464328
 464291
 464521
 464665
 464002
 464718
 464018
 464531
 464251
 464564
 464114
 464747
 464430
 464537
 464606
 464443
 464156
 464687
 464490

KAIX 2030
 2031
 2032
 2033
 2034
 2035
 2036
 2037
 2038
 2039
 2040
 2041
 2042
 2043
 2044
 2045
 2046
 2047
 2048
 2049
 2050
 2051
 2052
 2053
 2054

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 28th day of April, 1989, before me personally appeared Gerard D. Cannie, to me personally known, who, being by me duly sworn, says that he is Vice President-Operations of IBJ SCHRODER LEASING CORPORATION, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Helen B. Emmerich
Notary Public

My Commission Expires:

3/31/90

HELEN B. EMMERICH
NOTARY PUBLIC, State of New York
No. 41-4855608
Qualified in Queens County
Certificate Filed in New York County
Commission Expires March 31, 1990

[SEAL]

STATE OF FLORIDA)
) ss.:
COUNTY OF PALM BEACH)

On this 28th day of April, 1989, before me personally appeared Laurence C. Freedman, to me personally known, who, being by me duly sworn, says that he is a President, South Region of RINKER MATERIALS CORPORATION, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Debra K. Luby
Notary Public

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES: SEPT. 27, 1992.
BONDED THRU NOTARY PUBLIC UNDERWRITERS

[SEAL]

STATE OF FLORIDA)
) ss.:
COUNTY OF PALM BEACH)

On this 28th day of April, 1989, before me personally appeared Laurence C. Freedman, to me personally known, who, being by me duly sworn, says that he is Vice President of RMC HOLDINGS (USA) LTD., that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Debra K. Ruly
Notary Public

My Commission Expires:
NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES: SEPT. 27, 1992
BONDED THRU NOTARY PUBLIC UNDERWRITERS

[SEAL]